

Regular Meeting of the Board of Directors
SAP Center at San Jose
President's Room
525 W. Santa Clara Street
San Jose, CA
August 23, 2017
4:00 pm

Agenda

Expected Board Attendees

Matthew Bright Carl Honaker
Scott Bruner John Kennett
David Buchholz Colleen Reilly
Jonathan Clough Donald Rocha
Eileen Consiglio Kathy Sutherland
Devora Davis Eva Terrazas

Eileen Consiglio
Devora Davis
Sarah Finn
Loren Haley
Leslee Hamilton

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Eva Terrazas
Vinni Walia
Rusty Weekes
Leland Wilcox

<u>Staff</u>

Chris Morrisey (Executive Director)
Shelly Wang (Administrative Assistant)
Elizabeth Klotz (Deputy City Attorney)

<u>Guests</u>

Rich Sotelo (Sharks Sports & Entertainment) Ken Caveney (Sharks Sports & Entertainment)

1. Call to Order/Roll Call/Introductions

2. General Business

- a. Review and Approve June 2017 Board Meeting Minutes
- b. Accept Report on Downtown Transit and Development Projects (Haley)

3. Executive Director and Staff Reports

- 3.1. Executive Director (Morrisey)
 - a. Accept Reports on Arena Authority Oversight
 - SAP Center at San Jose
 - Solar4America Ice at San Jose (Verbal)
 - San Jose Municipal Stadium (Verbal)
 - b. Accept Verbal Report on Arena Authority Administrative Issues
 - South Campus Operations Team
- 3.2. Administrative Assistant (Wang)
 - a. Accept Report on Recent and Upcoming Events at SAP Center at San Jose
 - b. Accept Verbal Report on Activities at Solar4America Ice at San Jose
 - c. Accept Report on FY 2017-18 Arena Authority Board Meetings

San Jose Arena Authority Regular Meeting of the Board of Directors August 23, 2017 Page 2

4. Committee Reports

- 4.1. Standing Executive Committee (Chair: Hamilton)
 - a. Accept Verbal Report on Arena Authority Project Engagement
- 4.2. Standing Finance Committee (Chair: Bright)
 - a. Review and Approve April and May 2017 Financial Statements
- 4.3. Standing San Jose Sports Hall of Fame Committee (Chair: Reilly)
 - a. Accept Verbal Report on 2017 San Jose Sports Hall of Fame Program
- 4.4. Standing Facilities Committee (Co-Chairs: Buchholz, Clough)
 - a. Accept Verbal Report on Recent Facilities Activities
- 4.5. Standing San Jose Municipal Stadium Committee (Co-Chairs: Honaker, Kennett)
 - a. Accept Verbal Report on Recent Stadium Activity
- 4.6. Ad Hoc Board Recruitment Committee (Chair: Sutherland)
 - a. Accept Report on Current Board Vacancy
 - b. Accept Report on Board Member Reappointments
- 4.7. Standing Community Programs Committee (Co-Chairs: Bright, Terrazas)
 - a. Accept Report on City and Community Events Program
- 5. Open Forum
- 6. Adjournment

All public records relating to an open session on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at the office of the San Jose Arena Authority, SAP Center at San Jose, 525 W. Santa Clara Street, San Jose CA 95113 at the same time that the public records are distributed or made available to the legislative body.

To request an accommodation or alternative format for City-sponsored meetings, events or printed materials, please contact the San Jose Arena Authority at 408-977-4780 or 408-977-4779 (TTY) or contact wang@sjaa.com as soon as possible but at least three business days before the meeting/event.

August 14, 2017

San Jose Arena Authority

Regular Meeting of the Board of Directors
SAP Center at San Jose
President's Room
525 W. Santa Clara Street
San Jose, CA
June 28, 2017
4:00 pm

Meeting Minutes

Board Members in Attendance

Matthew Bright David Buchholz

Leslee Hamilton Carl Honaker John Kennett

Jonathan Clough Eileen Consiglio Devora Davis

Colleen Reilly Eva Terrazas

Loren Haley

Rusty Weekes

Board Members Not in Attendance
Scott Bruner Vinni Walia

Scott Bruner Sarah Finn

Leland Wilcox

Donald Rocha

Staff in Attendance

Chris Morrisey (Executive Director) Shelly Wang (Administrative Assistant) Elizabeth Klotz (Deputy City Attorney)

Guests in Attendance

Ken Caveney (Sharks Sports & Entertainment) John Tortora (Sharks Sports & Entertainment)

Brianne Urban (Council District 9)

Art Heinrich

1. <u>Call to Order/Roll Call/Introductions</u>. The Arena Authority convened the Regular Meeting of the Board of Directors at SAP Center at San Jose at 4:05 pm.

2. General Business

a. <u>Presentation of Activities with Sharks Sports & Entertainment (Tortora)</u>. John Tortora, Chief Operating Officer for Sharks Sports & Entertainment, presented an update on recent operations and activities at SAP Center at San Jose.

b. Review and Approve May 2017 Board Meeting Minutes. Approved with 8 approvals, 2 abstentions (Buchholz and Honaker). 1st Kennett, 2st Terrazas.

c. <u>Accept Verbal Report on Downtown Transit and Development Projects (Haley)</u>. Google has acquired property in the western (arena) section of Downtown.

3. Executive Director and Staff Reports

3.1. Executive Director (Morrisey)

a. Accept Verbal Reports on Arena Authority Oversight

• <u>SAP Center at San Jose</u>. Autumn Street between W. Santa Clara Street and San Carlos Street is going to be repaved during the summer. This work is not related to the future Autumn Parkway. Heavy construction continues on St. John Street under Route 87. Full project completion is anticipated for the fall 2017. The changeable message signs are expected to be in operation in July 2017.

San Jose Arena Authority Regular Meeting of the Board of Directors June 28, 2017 Page 2

• Solar4America Ice at San Jose. No report.

• <u>San Jose Municipal Stadium</u>. The City and the San Jose Giants are working on a schedule to repaint the stadium light standards.

b. Accept Verbal Report on Arena Authority Administrative Issues

• <u>South Campus Operations Team</u>. At San Jose State University planning and construction have commenced for new tennis and softball facilities.

3.2. Administrative Assistant (Wang)

- a. <u>Accept Report on Recent and Upcoming Events at SAP Center at San Jose</u>. See agenda item 3.2.a.
- b. <u>Accept Verbal Report on Activities at Solar4America Ice at San Jose</u>. No report.

4. Committee Reports

4.1. Standing Executive Committee (Chair: Hamilton)

a. <u>Accept Verbal Report on Arena Authority Project Engagement</u>. The Arena Authority will continue to engage the appropriate representatives to provide information on arena vicinity transit and development projects. The Arena Authority Board will not meet in July.

4.2. Standing Finance Committee (Chair: Bright)

a. <u>Review and Approve January, February, and March 2017 Financial Statements</u>. Approved with 10 approvals. 1st: Bright, 2st: Terrazas.

b. Review and Approve Fiscal Year 2017-18 Arena Authority Operating Budget. Approved with 10 approvals. 1*: Kennett, 2*: Buchholz.

c. <u>Accept Verbal Report on City Funding Request</u>. The City will not be taking action this upcoming fiscal year to address additional funding needs for the Arena Authority. However, the City will be examining potential methods for future Arena Authority funding.

4.3. Standing San Jose Sports Hall of Fame Committee (Chair: Reilly)

- a. <u>Accept Verbal Report on 2017 San Jose Sports Hall of Fame Program</u>. The Sports Hall of Fame Committee has met and is in the process of selecting the inductees for the 2017 San Jose Sports Hall of Fame.
- 4.4. Standing Facilities Committee (Co-Chairs: Buchholz, Clough)
 - a. Accept Verbal Reports on Recent Facilities Activities. No report.
- 4.5. Standing San Jose Municipal Stadium Committee (Co-Chairs: Honaker, Kennett)
 - a. <u>Accept Verbal Report on Recent Stadium Activity</u>. No report.

4.6. Ad Hoc Board Recruitment Committee (Chair: Sutherland)

- a. Review and Approve Board Member Reappointments. Approved with 9 approvals, 1 abstention (Honaker). 1^{et}: Consiglio 2^{et}: Reilly. The Board's recommendations will be forwarded to the Mayor's office for approval.
- b. Review and Approve Slate of Board Officers for Fiscal Year 2017-18. Approved with 10 approvals. 1*: Honaker 2*: Buchholz.
- c. Accept Report on Current Board Vacancy. See agenda item 4.6.c.
- 4.7. Standing Community Programs Committee (Co-Chairs: Bright, Terrazas)

a. Accept Report on City and Community Events Program. See agenda item 4.7.a.

San Jose Arena Authority Regular Meeting of the Board of Directors June 28, 2017 Page 3

- 5. <u>Open Forum</u>. Sharks Sports & Entertainment is in the process of installing a dehumidification system in SAP Center at San Jose.
- **6. Adjournment.** The meeting adjourned at 5:15 pm.

Submitted by:

Shelly Wang



Upcoming Downtown Events:

- Downtown Farmers Market, -San Pedro St (between Santa Clara and St. John). May 5 thru November 17.
- San Jose Summer Jazz Fest 2017
 Plaza de Cesar Chavez, San Fernando, Park, Paseo de San Antonio I. August 11-13.
- Chacho's Taco Festival St. James Park. August 19 & 20.
- SoFA Sunday Series Parque de Pobladores, August 20.
- CityDance San Jose 2017 Plaza de Cesar Chavez. August 24 thru October 12.
- Silicon Valley Pride Festival & Parade. - St. John, Market, Park St. August 26 & 27.

Upcoming Coordination Efforts:

- Downtown Construction
 Coordination Mtg (Aug 9 & Sept 13)
- Interactive Online Downtown Construction Map (forthcoming)
- Downtown Construction
 Guidelines (forthcoming)

Questions or Concerns:

Eilbret Mirzapour

Associate Engineer
Downtown Construction
City of San José
Public Works Department
Development Services Division
200 E Santa Clara St.
San Jose, CA 951 13 elibret_mirzapour@sanjoseca.gov
(408) 793-5505

Downtown San José Construction Brieftem 2.b.

A monthly update on active construction projects in Downtown San José that affect public streets

08/04/17 August 2017, pg 1 of 3



SJSC Towers:

On March 15, 2017, the City approved a Site Development Permit for the SJSC Towers project located across from City Hall on the northwest corner of East Santa Clara Street between 4th an 5th Streets. When complete, this notable project will add to the City's Downtown skyline as twin 28-story residential towers on this 1.4 acre site. The developer, SJSC Properties, LLC is the local entity related to the Beijing Damei Investment company based in China.

The proposed project is comprised of two towers with 610 residential units amongst the East and West Towers. They will sit atop a parking structure with four levels above-grade, three levels below grade, and a landscaped roof with a pool deck complete with various amenities for residents. The project will also deliver approximately 15,000 square feet of ground floor retail and 25,000 square feet of office-flex space. Grand entry lobbies will face East Santa Clara and 4th Streets, with a shared apartment entry lobby off of East Santa Clara Street. SJSC Towers will also be a walking distance to existing transit, including the future BART station downtown.

Construction for this project is estimated to begin December of this year with the closure of the existing 5,574 square foot car wash that is currently located on the project site set for August 31, 2017 and demolition soon to follow.

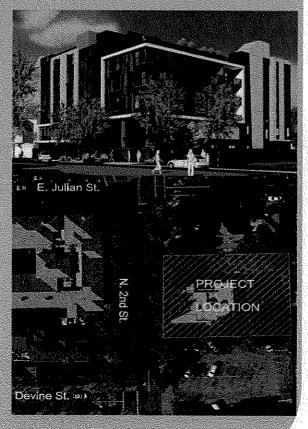
Villas on the Park:

The first step in helping the homeless is to give them a place to call home, and the Villas on the Park is a step in the right direction. The project is a joint venture between Affirmed Housing and People Assisting the Homeless (PATH), Villas on the Park is to be 6-stories of permanent housing located at 278 N. 2nd Street, which is a walking distance to St. James Park and transit. The facility will feature 78 permanent and 5 interim housing units. Additionally, onsite services are incorporated to help people live more stable, productive lives.

In addition to the units, Villas on the Park will include:

- Office spaces for an onsite property manager, case manager and other staff.
- Dedicated community room and secured lobby for permanent residents.
- Shared laundry facilities on every floor.
- Health services and sport services on-site.

Demolition of the existing on-site buildings began in July of this year and construction of the Villas is estimated to begin January 2018.





Downtown San José Construction Brief

A monthly update on active construction projects in Downtown San José that affect public streets

City of San José - Department of Public Works

08/04/17

August 2017, pg 2 of 3

Active Construction Projects

Project Name	Project Location	Description of Impact
•	•	
Silvery Towers	180 W. St. James St.	Approx Construction Timeline: April 2015 - September 2018 Long-term street impacts: - E/s Terraine St (along project frontage): Lane shift, No Ped/No Parking - W/s N San Pedro St (along project frontage): No Ped/No Parking
Marshall Squares	St. John St. from N. 1st St. to N. 2nd St.	
San Pedro Streetscape Project (Julian St. Realignment)	St. James St. from Highway 87 to N. Market St.	Approx Construction Timeline: November 2015 - September 2017 Long-term impacts: - S/s of St James Street from Highway 87 to N 1st Street - Varying closures
180 Balbach	180 Balbach St	Approx Construction Timeline: November 2015 - April 2018 Long-term sidewalk impacts: - E/s Balbach St (along project frontage): No Ped/No Parking
San Jose Water Co. Pipeline Replacement	N. Almaden Blvd, Carlysle, Notre Dame (St. John - W Santa Clara), W. St. John (N San Pedro - N. Almaden Blvd), San Pedro St. (St. John - Santa Clara St)	Approx Construction Timeline: November 2016 - Summer 2017 Short-term impacts: - Varying sidewalk and travel lane closures
Facebook Terragraph	Various Streets in Downtown San Jose.	Approx Construction Timeline: November 2016 - Summer 2017 Short-term impacts: - Varying sidewalk, parking lane and travel lane closures (short duration of time)
Modera San Pedro Square	45 N. San Pedro St.	Approx Construction Timeline: March 2017 - Summer 2019 Long-term impacts: -Sidewalk closed along project frontage on Almaden AveParking removed on both sides of Almaden Ave, road re-striped to allow one travel lane in each direction - Construction fencing and gates along Almaden Ave at project frontage
St. John Multi-Modal	St. John St. (Terraine St Montgomery St.)	Approx Construction Timeline: March 2017 - August 2017 Short-term impacts: - Varying sidewalk and travel lane closures
St. John Bike/Pedestrian Improvements	St. John St. (N. 1st St San Pedro St.)	Approx Construction Timeline: March 2017 - Fall 2017 Short-term impacts: - Varying sidewalk and travel lane closures
1-55-99 Almaden Blvd	I-55-99 Almaden Blvd	Approx Construction Timeline: January 2017 - August 2017 Short-term impacts: - Sidewalk and driveway closure when public improvement construction begins.



Downtown San José Construction Brief

A monthly update on active construction projects in Downtown San José that affect public streets

City of San José - Department of Public Works

08/04/17

August 2017, pg 3 of 3

Forthcoming Construction Projects

Project Name	Project Location	Project Description
SparQ	598 South 1st Street	5-story residential tower, 105 units, approx. 3,000 square feet of ground floor commercial.
Garden Gate Tower	470 South Market Street	27-story residential tower, 258 units, approx. 6,105 square feet of ground floor commercial.
Greyhound/ Platinum Towers	70 South Almaden Avenue	23 and 24-story residential towers, 708 total residential units with ground floor commercial.
Park View Towers	252 North 1st Street	19-story residential tower, 216 units, approx. 18,500 square feet of ground floor commercial.
San Jose Water Co (Trammel Crow)	402 West Santa Clara Street	Planned development for 1.04 million square feet of office/retail and 325 residential units.
SJSC Towers	39 North 5th Street	Two 23-story residential/office towers, 350 total residential units, approx. 380,000 square feet of office, and approx. 16,000 square feet of ground floor commercial.
Sobrato Block 3	150 South 2nd Street	23-story residential tower, 399 units with ground floor commercial.
S 4th Residential	439 South 4th Street	10-story residential tower, 108 units, approx. 7,500 square feet of ground floor commercial.
Post/San Pedro Tower	0 Post Street	21-story residential tower, 182 units , approx. 9,000 square feet of ground floor commercial.
333 W. San Fernando	333 W. San Fernando	18-story office tower, approx. 12,000 square feet of ground floor commercial.
138 Stockton	138 Stockton Ave	7-story mixed-used tower, 164 residential units, 37,500 square feet of ground floor commercial.
Our Lady of La Vang	389 E Santa Clara St.	Demolition of existing fire damaged church, construction of new single story church with subgrade parking.
The Graduate @ SOFA	80 E San Carlos St.	19-story mixed use tower, 260 residential units, ground floor retail and parking structure.
27West	27 S. 1st St.	22-story mixed use tower, 342 residential units, approx. §7,268 square feet of ground floor commercial.
440 W. Julian	440 W. Julian St.	6-story commercial building, 1,000,000 square feet of office space and below grade parking.



COUNCIL AGENDA: 06/20/17 ITEM: 4.1

Memorandum

TO: HONORABLE MAYOR
CITY COUNCIL AND
SUCCESSOR AGENCY BOARD

FROM: Kim Walesh

Richard Keit

SUBJECT: SEE BELOW

DATE: June 8, 2017

Approved D.OSy.

Date

6917

COUNCIL DISTRICT: 3

SUBJECT: EXCLUSIVE NEGOTIATION AGREEMENT WITH GOOGLE FOR

ACQUISITION AND POTENTIAL DEVELOPMENT OF PROPERTIES

OWNED BY THE CITY AND PROPERTIES OWNED BY THE

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY IN THE

DIRIDON STATION AREA

RECOMMENDATION

Adopt a resolution authorizing the City Manager to negotiate and execute an Exclusive Negotiation Agreement (ENA) with Google for the acquisition of properties owned by the City of San Jose and properties owned by the Successor Agency to the Redevelopment Agency (SARA) in the Diridon Station Area for the potential future construction of a mixed-use, transit-oriented development including office and R&D space.

OUTCOME

An ENA enables the City to negotiate with the company regarding the purchase and sale of SARA, and City-owned properties within the Diridon Station Area Plan (DSAP) boundaries.

BACKGROUND

Approved by the City Council in June 2014, the DSAP anticipates significant new infill development opportunities in over 240 acres to the north, east, and south of Diridon Station, creating a new destination at a major crossroads of transit. This Plan anticipates tens of thousands of new office workers, a 50%+ increase in Downtown office capacity, retail, entertainment amenities, and 3,000 new residential units. With the planned arrival of California High Speed Rail and BART in 2025-2026 Diridon Station will host the most active convergence of transit modes in California. The combination of new transit service and new real estate

HONORABLE MAYOR AND CITY COUNCIL SUCCESSOR AGENCY BOARD June 8, 2017 Subject: Exclusive Negotiating Agreement with Google Page 2

development at Diridon Station is intended to be transformative for San Jose. Diridon Station will become the Bay Area's transit hub and the premier location in the Bay Area for significant transit-oriented job growth.

ANALYSIS

Since December 2016, Google and its development partner, Trammel Crow, have acquired several parcels in the central zone of the Diridon Station Area, most significantly the former AT&T property on Montgomery Street. Google wants to negotiate with the City for the acquisition of the four SARA-owned properties that were included in the planned ballpark site. Google also wants to acquire the City's Fire Training property, located at the corner of Park Avenue and Montgomery Street.

Preliminary discussions with Google indicate interest in planning and building a master-planned transit-oriented development that includes between 6 and 8 million square feet of office/R&D space and retail/commercial amenities. This development could support more than 20,000 new Downtown employees, significantly aiding the City's need for local jobs and supporting ridership on existing and new public transportation investments. The development will engage and integrate with the surrounding community and be a permeable, open-style development with active, high-quality public open spaces. The company has demonstrated a commitment to quality and innovation in workplace design and sustainability. No development applications have been submitted to the City, nor are expected to be submitted in 2017.

Securing a marquee employer like Google as a lead private partner can help accelerate the quality, and timely development of the Diridon Station Area. Google would join the collaboration with the City of San Jose, VTA, Caltrain, Arena Management, and High Speed Rail to make the Diridon area as one visionary, cohesive project, and destination place.

The first step in the process of selling these SARA and City properties is the proposed ENA. This non-binding agreement has a term of one year for the preparation of a Memorandum of Understanding (MOU). The ENA has a rigorous schedule and both Google and the City are committed to an expedited negotiation process.

The sale of the SARA properties will be subject to a Compensation Agreement between the SARA and all the taxing agencies affected by these properties. Staff has been working with Santa Clara County on the terms of a Compensation Agreement.

Sale of the Fire Training property would require identification of an appropriate site for relocation of the facility and ultimately construction of that facility. The Fire Training site is identified as a Park site in the DSAP. Google will create quality buildings, parks, and open space amenities.

HONORABLE MAYOR AND CITY COUNCIL SUCCESSOR AGENCY BOARD June 8, 2017 Subject: Exclusive Negotiating Agreement with Google Page 3

Staff will work collaboratively with the SAP Center to address the parking impacts of any proposed development. The City's goal is to develop shared parking infrastructure to support the destination area as it evolves over time.

Because of the potential scale of development and Google's desire to coordinate critical infrastructure work with the construction of the transit projects (BART and HSR), close coordination between Google and the transit agencies will be an essential element in working through the ENA schedule, as well as the ultimate property disposition. Within the ENA schedule of performance is also the requirement for Google to undertake significant community outreach.

Any future development project on these sites or revisions to the DSAP will require further environmental review under the California Environmental Quality Act (CEQA).

EVALUATION AND FOLLOW-UP

The Schedule of Performance in the ENA anticipates creation of a MOU by March 2018. This document will be the next check-in point for the potential transaction. The timing for submittal of any development applications will be addressed in the MOU.

PUBLIC OUTREACH

This memorandum will be posted on the City's Council Agenda website for the June 20, 2017 Council Meeting.

COORDINATION

This memorandum was coordinated with the City Attorney's Office, Department of Planning, Building, and Code Enforcement, and Finance.

COMMISSION RECOMMENDATION/INPUT

No commission recommendation or input is associated with this action.

COST SUMMARY/IMPLICATIONS

Future reports will contain information on the financial implications resulting from sale of the subject parcels.

HONORABLE MAYOR AND CITY COUNCIL SUCCESSOR AGENCY BOARD

June 8, 2017

Subject: Exclusive Negotiating Agreement with Google

Page 4

CEQA

Not a Project, File No. PP10-066, Agreements and Contracts.

/s/

RICHARD KEIT

Managing Director

Successor Agency to the Redevelopment Agency

/s/

KIM WALESH

Deputy City Manager

Director of Economic Development

For questions, please contact Nanci Klein, Assistant Director of Economic Development, at (408) 535-8184.

COUNCIL AGENDA: 06-20-17 ITEM: 4.1



Memorandum

TO: CITY COUNCIL

FROM: Mayor Sam Liccardo

Vice Mayor Magdalena Carrasco Councilmember Dev Davis Councilmember Raul Peralez Councilmember Sylvia Arenas

6-16-17

SUBJECT: SEE BELOW

DATE: June 16, 2017

Approved Date

SUBJECT: A

AGREEMENT WITH GOOGLE FOR ACQUISITION AND DEVELOPMENT

OF PROPERTIES IN THE DIRIDON STATION AREA

RECOMMENDATION

Approve staff recommendation to adopt a resolution authorizing the City Manager to negotiate and execute an Exclusive Negotiating Agreement with Google for the acquisition of properties owned by the City of San José and properties owned by the Successor Agency to the Redevelopment Agency (SARA) in the Diridon Station Area for the future construction of a mixed-use, transit-oriented development including, but not limited to, office and R&D space, with the following additions:

- 1. Require the developer to implement a transparent community engagement process, which should include local residents, small businesses, and faith-based and local organizations. The implementation of the community engagement plan should not commence during the November/December holiday season.
- 2. The City shall obtain fair market value for sale of any publicly owned parcels, and the city shall not subsidize the development with taxpayer dollars.

BACKGROUND

In 2014, the City Council adopted a bold vision for the Diridon Station Area. Working with surrounding neighborhoods and a diverse set of community stakeholders, we embraced a plan for the development of millions of square feet of office/R&D space and retail, thousands of housing units, and engaging public spaces. With major transportation investments on the horizon—including BART, High Speed Rail, Bus Rapid Transit, and an electrified CalTrain—Diridon Station will become the "Grand Central Station" of the West Coast. Google's vision of an integrated development in San José aligns with the aspirations of the City, transit agencies, surrounding neighborhoods, and Downtown businesses for extraordinary architecture, urban design,

The signers of this memorandum have not had, and will not have, any private conversation with any other member of the City Council, or that member's staff, concerning any action discussed in the memorandum, and that each signer's staff members have not had, and have been instructed not to have, any such conversation with any other member of the City Council or that member's staff.

CITY COUNCIL

06-16-17

Subject: Agreement with Google for Acquisition and Development of Properties in the Diridon Station Area Page 2

environmental sustainability, retail amenities, transit ridership and vibrant public spaces. We look forward to working with Google to lay the groundwork for a transformational Diridon Station Area.

We appreciate that many are looking for the City to mandate conditions on the development and for Google to make commitments on potential amenities. However, there are no conceptual plans yet for this development, and we have yet to commence negotiations. We will ensure a robust community engagement process, which will provide opportunities to discuss potential community benefits. We appreciate Google's willingness to have a transparent, responsible, and accessible process that will provide a voice for the community.

The signers of this memorandum have not had, and will not have, any private conversation with any other member of the City Council, or that member's staff, concerning any action discussed in the memorandum, and that each signer's staff members have not had, and have been instructed not to have, any such conversation with any other member of the City Council or that member's staff.

AGENDA: 06/20/2017 ITEM: 4.1



Memorandum

TO:CITY COUNCIL

FROM: Councilmember Jimenez

SUBJECT: EX

EXCLUSIVE NEGOTIATING

AGREEMENT WITH GOOGLE

DATE: June 19, 2017

Approved

Date: 6-19-17

RECOMMENDATION

Approve the recommendations made by the Mayor, Vice Mayor and Councilmembers Arenas, Davis and Peralez with the following additions:

- 1. Direct the City Manager to use the below listed guiding principles during the negotiation process with Google. These guiding principles shall serve to promote the Council's and City's expectations, goals, and objectives.
 - a. Consider the financing and implementation strategy for infrastructure improvements and other amenities identified in the Diridon Station Area Plan (DSAP);
 - b. Encourage transportation improvements that promote connectivity, mobility, public access, and integration in the DSAP, adjacent neighborhoods, and the Downtown area broadly:
 - c. Seek out opportunities to ensure the success of small businesses in the DSAP;
 - d. Ensure that job growth—both during and after construction—encourages family sustainable wages and promotes good labor standards, including for contractors;
 - e. Seek out strategies that help alleviate the City's housing crisis, minimize the displacement of residents, and increase the quantity and affordability of housing at every opportunity possible;
 - f. Pursue environmentally sustainable building design and community amenities that take into consideration the diversity of our residents;
 - g. In addition to the outreach strategy as outlined in the memo by the Mayor, Vice Mayor, and Councilmembers Arenas, Davis, and Peralez, the outreach process should also include organizations whose mission is to represent the interests of low income and working people, such as affordable housing advocates, tenants' rights groups, and to ensure that important issues such as displacement are discussed as part of the outreach process.
- 2. Amend Section 2.B of the Exclusive Negotiation Agreement to specify that the City Council, not the City Manager, shall have sole and absolute discretion to extend the term of the agreement.

3. Direct the City Manager to return to Council in open session for additional direction and approval of terms before the Memorandum of Understanding (MOU) is finalized and before any potential Disposition and Development Agreement (DDA) is drafted.

ANALYSIS:

I am supportive of Google's interest in coming to San Jose and expect they will continue to be the great corporate citizen they have shown to be in other communities. It is my sense that Google recognizes and appreciates the impacts this project will have on our city.

This project represents an extraordinary opportunity to achieve a variety of Council and City goals, including implementation of the DSAP, considerable generation of good jobs, and enormous positive fiscal impacts. Given the importance and magnitude of the proposal, including the need for significant coordination with a variety of transit agencies and DSAP updates, it is important to provide Google and all parties involved the certainty of knowing what the Council's expectations, goals, and objectives are earlier rather than later in the process. It is important to build on already established priorities and to weave them into the foundation of upcoming negotiations.

The Exclusive Negotiation Agreement (ENA) pertains to the sale of the City-owned and SARA properties in the Diridon Station Area. However, Google and the City will prepare an MOU and, ultimately, negotiate a DDA that will describe the details of the proposal, including the City's expectations. The details do not need to be determined now, but it is appropriate and helpful for the Council to provide high-level direction well in advance of the drafting of these documents.

Section 5 of the proposed ENA stipulates that "within the time period set forth in the Schedule of Performance, Developer and the City shall negotiate the terms and conditions of a proposed Project Agreement." The staff report and proposed ENA language do not provide any information on the scope of negotiations. This memo provides a starting point for discussions with Google. I expect all matters will be worked out before the signing of an MOU so Google has an unobstructed path to build-out.

The list in Recommendation #1 is not exhaustive and is intended to be modified by the Council based on identified priorities that could reasonably be implemented during this development. These are not mandated conditions on the development. Rather, the intention is simply to ensure that Google is made aware of the Council's and the City's expectations, which will facilitate the drafting and execution of the MOU and, potentially, a DDA. This provides certainty to Google and ensures that no last-minute requirements will be imposed.

Google is a leader in innovation and has a history of contributing to solutions to many of the problems that plague society. In other cities where Google has a presence, they have supported affordable housing, funded infrastructure improvements, and provided unique public benefits. We should work with Google to ensure that this incredible opportunity helps us achieve our ambitious General Plan goals.

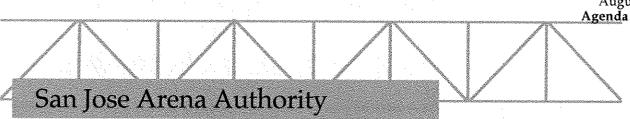
I look forward to working in partnership with Google and expect this project to be mutually beneficial both for Google and the million or so residents of this great city.

COMING EVENTS

Event Information: 408-287-9200 Ticketmaster: 800-745-3000



_	SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4	5
-	6	7	8	9	10	11 Nicky Jam & Plan B "El Ganador"	12 Kendrick Lamar
S	•			***************************************		8:00pm \$53.00 - \$153.50	7:30pm \$49.50 - \$129.50
\supset	13	14	15	16	17	18	19 Marvel Universe Live! Age of Heroes
<u>ග</u>							11a/3p/7p \$35.00 - \$149.50
コ	20 Marvet Universe Live! Age of Heroes 11:00am/3:00pm	21	22	23	24	25	26 iHeart 80s Birthday Bash
\triangleleft	\$35.00 - \$149.50 27	28	29	30	31		7:30pm \$41,50 - \$131,00
	SUN	MON	TUE	WED	THU	FRI	SAT
区区						1	2
<u>m</u>	3 Kristi Yamaguchi's Golden Moment	4	5	6	7	8	9 Pepe Aguilar
Σ	3:30pm \$43.00 - \$231.00				****		8:00pm \$65.00 - \$99.50
Ш	10	11	12	13	14	15	16 Marco Antonio Solis & Jesse & Joy 8:00pm
	17 Hall & Oates	18 WWE Monday Night	19 Sharks vs.	20	21 Sharks vs.	22	\$68.00- \$188.00 23 Bellator MMA
<u></u>	7:00pm	Raw 4:30pm	Anaheim		Las Vegas		3:30pm
	\$35.00 - \$149.50 24	\$22.00- \$128.00 2.5	7:00pm 26	27	7:30pm 2.8	29	\$32.00- \$753.00 3 0 Barracuda vs.
Ш Ш	*						Stockton 1:30pm Sharks vs. Arizona
U						<u> </u>	7:00pm
	SUN 1	MON 2	TUE 3	WED 4 Sharks vs.	THU 5	FRI 6 Marc Anthony	SAT 7 Sharks vs.
~				Philadelphia			Los Angeles
LL	}	9	1.0	7:30pm	12 Sharks vs.	8:00pm \$64.00-\$174.00 13 Barracuda vs.	7:30pm
B E	8 Depeche Mode 7:30pm	9	10		Buffalo	Grand Rapids	San Antonio 1:15pm Sharks vs. NY Islanders
O	\$49.50-\$149.50 15	16	17 Sharks vs. Montreal	18	7:30pm 19	7:00pm 20	7:30pm 2.1 Professional Bull Riders
 		<u> </u>	7:30pm				6:45pm \$17.00-\$303.00
ပ	22 Professional Bull Riders	23	24 Andre Rieu	25	26	27	28 Disney on Ice: Dream Big
Ō	1:45pm \$17.00-\$303.00 29 Disney on Ice:	30 Sharks vs.Toronto	8:00pm \$41.00-\$102.00 3.1				11a/3p/7p \$35,00 - \$149.50
	Dream Big 11a/3p/6:30p	3.00		***************************************		4 11 11 11 11 11 11 11 11 11 11 11 11 11	
	\$35.00 - \$149.50	7:30pm				1	



Arena Authority Board Meeting Schedule

July 2017 - June 2018

Wednesday, August 23, 2017

Wednesday, September 27, 2017

Wednesday, October 25, 2017

Thursday, December 7, 2017

Wednesday, January 24, 2018

Wednesday, February 28, 2018

Wednesday, March 28, 2018

Wednesday, April 25, 2018

Wednesday, May 23, 2018

Wednesday, June 27, 2018

All meetings to begin at 4:00 p.m. unless otherwise specified.

Location of all meetings to be determined.

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

TOTAL		- \$ 76,942.60 0.00 1,754.84 3,731.42	82,428.86		\$ 5,129.52 5,754.71 35,683.40	46,567.63	6,425.40 25,704.41 3,731.42	\$ 82,428.86
EQUIPMENT FUND		. 3,731.42	\$ 3,731.42		\$	0.00	0.00 0.00 3,731.42	\$ 3,731.42
UNRESTRICTED FUND		25,704.41	\$ 25,704.41	ANCE	· · · ·	0.00	0.00 25,704.41 0.00	\$ 25,704.41
CITY	ASSETS	\$ 51,238.19 0.00 1,754.84	\$ 52,993.03	LIABILITIES AND FUND BALANCE	\$ 5,129.52 5,754.71 35,683.40	46,567.63	6,425.40 0.00 0.00	\$ 52,993.03
		Cash Accounts Receivable Prepaid Assets Office Furniture & Fixtures, Net	TOTAL ASSETS		Accounts Payable Accrued Liabilities Deferred revenues	TOTAL LIABILITIES	Restricted Unrestricted Net investment in equipment	TOTAL LIABILITIES AND FUND BALANCES

SAN JOSE ARENA AUTHORITY Combined Balance Sheet April 30, 2017

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

EQUIPMENT FUND ACTUAL YTD	\$	1 1 1 1			938.10	-938.10	4,669.52	0.00	\$ 3,731.42
EQUIPMENT FUND CURRENT MONTH	9			T I I	93.81	-93.81	3,825.23	00.00	\$ 3,731.42
UNRESTRICTED FUND ACTUAL YTD	\$ 1,164.00 37.10 1,201.10		1 1 1	00.00	00.0	1201,10	24,503.31	0.00	\$ 25,704.41
UNRESTRICTED FUND CURRENT MONTH	\$ 3.59	1 1 1 1		00:00	00:0	3.59	25,700.82	0.00	\$ 25,704,41
CITY FUND ACTUAL YTD	\$ 166,133.30 38,083.30 0.00 0.00 30.20 204,246.80	155,308.37 11,125,23 3,763.55 2,066.82 172,263.97	75.13 2,500.00 2,700.00 5,275.13	0.00 4,810.58 4810.58	5,188.29 885.23 1,009.97 804.52 99.99 0.00 1196.45 9184.45	12,712.67	-6,287.27	0.00	\$ 6,425.40
CITY FUND CURRENT MONTH	\$ 16,183.33 3,808.33 0.00 0.00 1.03	13,723.39 1,374.37 151.66 194.62 15,444.04	0.00 250.00 0.00 250.00	0.00	1,504.33 0.00 0.00 75.86 0.00 1,626.19 17,320.23	2,672.46	3,752.94	0.00	\$ 6,425.40
	REVENUE City Funding Additional Rent Sharks Ice Ticket Revenue Transfer between funds Interest Earnings Total Revenue	PERSONNEL AND RELATED EXPENSES Salaries Payroll Taxes Benefits Vehicle Operation Subtotal	PROFESSIONAL SERVICES Contractual Services Bookkeeping Services CPA/Annual Audit Services Subtotal	PROGRAM EXPENSES Staff/Board Development Business Meetings/Meals Subtotal	GENERAL OPERATIONS Insurance Equipment Lease/Maintenance/PO Box Supplies/Postage Telephone/FAX Subscriptions/Dues Depreciation Miscellaneous Operating Reserve Subtotal Total Expenses	Excess Revenue over (under) Expenses	Fund Balance, Beginning	Prior Year AJE's Adj to Beg Fund Balance	Fund Balance, Ending

SAN JOSE ARENA ALTHORITY
Statement of Revenue, Expenses, and
Changes in Fund Balance
For the Ten Months Ended April 30, 2017

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

SAN JOSE ARENA AUTHORITY
Statement of Revenue, Expenses, and
Changes in Fund Balance
City and Unrestricted Fund
For the Ten Months Ended April 30, 2017

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

	SAN J	SAN JOSE ARENA AUTHORITY Combined Balance Sheet May 31, 2017	RITY heet 7					
	and an analysis of the second	CITY FUND	S	UNRESTRICTED		EQUIPMENT FUND		TOTAL
	ASSETS	Ş						
Cash Accounts Receivable Prepaid Assets Office Furniture & Fixtures, Net	₩	29,923.53 0.00 3,182.88		25,708.64	₩	3,637.61	₩	55,632.17 0.00 3,182.88 3,637.61
TOTAL ASSETS	₩	33,106.41	₩	25,708.64	€5	3,637.61	₩	62,452.66
	LIABIL	LIABILITIES AND FUND BALANCE	LANCE					
Accounts Payable Accrued Liabilities Deferred revenues	₩	4,729.42 5,754.71 15,691.74	₩	(()	€	1 1 h	₩	4,729.42 5,754.71 15,691.74
TOTAL LIABILITIES		26,175.87		0.00		0.00		26,175.87
Restricted Unrestricted Net investment in equipment	er a kan kun ke	6,930.54 0.00 0.00		0.00 25,708.64 0.00		0.00 0.00 3,637.61		6,930.54 25,708.64 3,637.61
TOTAL LIABILITIES AND FUND BALANCES	₩	33,106.41	₩	25,708.64	↔	3,637.61	₩	62,452.66

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

	REVENUE City Funding Additional Rent Sharks Ice Ticket Revenue Transfer between funds Interest Earnings Total Revenue	PERSONNEL AND RELATED EXPENSES Salaries Payroll Taxes Benefits Vehicle Operation Subtotal	PROFESSIONAL SERVICES Contractual Services Bookkeeping Services CPA/Annual Audit Services Subtotal	PROGRAM EXPENSES Staff/Board Development Business Meetings/Meals Subtotal	GENERAL OPERATIONS Insurance Equipment Lease/Maintenance/PO Box Supplies/Postage Telephone/FAX Subscriptions/Dues Depreciation	Miscellaneous Operating Reserve Subtotal Total Expenses	Excess Revenue over (under) Expenses	Fund Balance, Beginning	Prior Year AJE's Adj to Beg Fund Balance	Fund Balance, Ending
CITY FUND CURRENT MONTH	\$ 16,183,33 3,808,33 0.00 0.00 0.00 19,992.28	16,274,17 1,259,10 151.66 184,62 17,869,55	0.00 250.00 0.00 250.00	0.00	441.45 -66.88 821.16 75.86 0.00	96.00 1,367.59 19,487.14	505.14	6,425.40	0.00	\$ 6,930.54
GTTY FUND ACTUAL YTD	\$ 182,316,63 41,891.63 0.00 0.00 30,82 224,239.08	171,582.54 12,384.33 3,915.21 2,251.44 190,133.52	75.13 2,750.00 2,700.00 5,525.13	0.00 4,810.58 4810.58	5,629,74 818.35 1,831.13 880.38 99.99 0.00	1292.45 10.552.04 211,021.27	13,217.81	-6,287.27	0.00	\$ 6,930.54
UNRESTRICTED FUND CURRENT MONTH	0.00 0.00 0.00 4.23 4.23	1 5 4		- 00.00		00.0	4.23	25,704.41	0.00	\$ 25,708.64
UNRESTRICTED FUND ACTUAL YTD	\$ 1,164.00 41.33 1,205.33	1 1 4	(()	- 00:00	1 1 1 1 1 1	00.0	1205.33	24,503.31	00.00	\$ 25,708.64
EQUIPMENT FUND CURRENT MONTH	9	1 1 1 1 1		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	: ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	93.81	-93.81	3,731.42	0.00	\$ 3,637.61
EQUIPMENT FUND ACTUAL YTD	\$	1 , , , , ,		I I TANKS		1,031,91	-1,031.91	4,669.52	0.00	\$ 3,637.61

SAN JOSE ARENA AUTHORITY
Statement of Revenue, Expenses, and
Changes in Fund Balance
For the Eleven Months Ended May 31, 2017

FINANCIAL STATEMENTS FOR INTERNAL PURPOSES ONLY

SAN JOSE ARENA AUTHORITY
Statement of Revenue, Expenses, and
Changes in Fund Balance
City and Unrestricted Fund
For the Eleven Months Ended May 31, 2017

YTD ACTUAL BUDGET ACTUAL	\$ 16,183.33 \$ 182,316.63 3,808.33 3,808.33 41,891.63 0.00 0.00 1,164.00 0.00 0.00 0.00 4,85 8.33 72.15 19,996.51 20,000.00 225,444.41	16,274.17 15,575.00 171,582.54 1,259.10 1,214.83 12,384.33 151.66 1,091.67 3,915.21 18,62 200.00 2,251.44 17,869.55 18,081.50 190,133.52	0.00 0.00 75.13 250.00 291.67 2,750.00 0.00 225.00 2,700.00 250.00 5,525.13	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.0	441.45 750.00 5,629.74 -66.88 250.00 818.35 821.16 250.00 1,831.13 75.86 0.00 880.38 0.00 250.00 11,25.00 96.00 250.00 1,292.45 1,367.59 1,625.00 21,021.27	509.37 -806.50 14,423.14	32,129.81 10,151.04 18,216.04	0.00 0.00	\$ 32,639.18 \$ 9,344.54 \$ 32,639.18
	REVENUE City Funding Additional Rent Sharks Ice Ticket Revenue Interest Earnings Total Revenue	PERSONNEL AND RELATED EXPENSES Salaries Payroll Taxes Benefits Vehicle Operation Subtotal	PROFESSIONAL SERVICES Contractual Services Bookkeeping Services CPA/Annual Audit Services Subtotal	PROGRAM EXPENSES Staff/Board Development Business Meetings/Meals Subtotal	GENERAL OPERATIONS Insurance Insurance Equipment Lease/Maintenance/PO Box Supplies/Postage Telephone/FAX Subscriptions/Dues Miscellaneous Operating Reserve Subtotal Total Expenses	Excess Revenue over (under) Expenses	City/Unrestricted Fund Balance, Beg	Equipment/Furnishings	City/Unrestricted Fund Balance, End

San Jose Arena Authority

Board of Directors Application Notice

From:

Chris Morrisey, Executive Director

Subject:

San Jose Arena Authority Board of Directors Vacancy

Date:

June 21, 2017

The San Jose Arena Authority is seeking volunteer candidates to submit their resumes for one current vacancy on the Arena Authority Board of Directors. The 19-member San Jose Arena Authority Board of Directors convenes monthly to identify and address issues relating to the management and operation of SAP Center at San Jose (home of the San Jose Sharks and San Jose Barracuda); Solar4America Ice at San Jose (San Jose Sharks and Barracuda training facilities and public ice rinks); and San Jose Municipal Stadium (home of the San Jose Giants). The Arena Authority Board is seeking interested candidates with experience in transit/urban planning and advocacy work with nonprofit organizations. With two facilities located in City Council District 7 (Solar4America Ice at San Jose and San Jose Municipal Stadium) the Authority is also interested in candidates who may live or work within District 7. The Arena Authority invites candidates who are willing to attend and actively participate at the Authority's monthly Board meeting (typically the fourth Wednesday of the month at 4:00 pm) and a select number of committee meetings. This is an engaged, hands-on organization looking to fill one volunteer Board position due to a resignation related to a job relocation.

The vacancy is an At Large representative position appointed by the Mayor. The Board position has voting powers and is eligible to serve two full four-year terms. Please be advised that all individuals appointed to the Arena Authority Board of Directors are required to complete a Statement of Economic Interests (Form 700). Form 700 can be found on the following web site: www.fppc.ca.gov/form700.html

If you know of any individuals who are interested in serving on the Arena Authority Board of Directors, please have them submit a resume along with two professional references to the following:

<u>board@sjaa.com</u>

Or mail information to:

Chris Morrisey
Executive Director
San Jose Arena Authority
P. O. Box 90207
San Jose, CA 95109-3207

The submittal deadline is August 31, 2017. If you have any questions, please feel free to contact me directly at 408-977-4783 or at morrisey@sjaa.com.



Memorandum

To:

Lee Wilcox, Office of Mayor Sam Liccardo

From:

Chris Morrisey, Executive Director

Subject:

Recommendation for the Reappointment of Arena Authority Board Members

Date:

June 30, 2017

On June 28, the Arena Authority Board of Directors approved a recommendation to forward the names of three current Board members for reappointment. Please note that per Arena Authority Bylaws, the Mayor appoints Arena Authority Board members. Listed below for your reference are the Board members' names with the appropriate Board designations and terms. Each Board member appointed to the Arena Authority Board is eligible to serve two full four-year terms. The Board members listed below will be serving their final terms.

Current Board Member Recommendations

- Matthew Bright (At Large; July 1, 2017 June 30, 2021)
- Carl Honaker (At Large; July 1, 2017 June 30, 2021)
- Kathy Sutherland (Neighborhood Representative; July 1, 2017 June 30, 2021)

Please feel free to contact me with any comments or questions. Thank you again for your ongoing support of the San Jose Arena Authority.

Approved:

Office of the Mayor

7-5-1+

Date: -6-5-

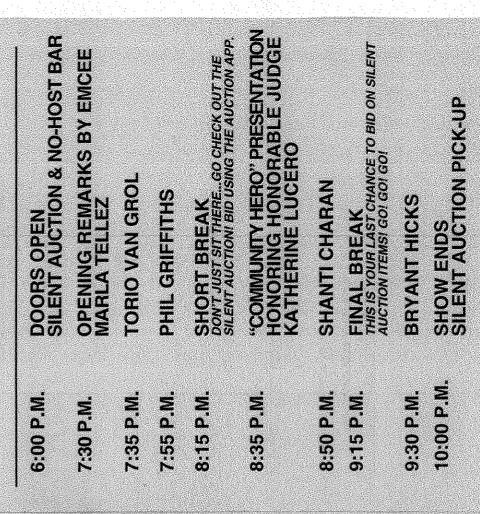
San Jose Arena Authority

Board of Directors Staggered Term Document July 2017

	End of Term	6/30/22 6/30/22* 6/30/22* 6/30/22	End of Term	6/30/23* 6/30/23* 6/30/23* 6/30/23*	End of Term	6/20/24* 6/20/24* 6/30/24* 6/30/24*	End of Term	
July 2017	2018 End of Term	6/30/18 6/30/18 6/30/18 6/30/18	2019 End of Term	6/30/19 6/30/19 6/30/19 6/30/19	2020 End of Term	6/30/20 6/30/20 6/30/20 6/30/20	2021 End of Term	6/30/21* 6/30/21* 6/30/21*
	Board Member	Vacant (Vergara), At Large Colleen Reilly, Neighborhood Rep Jonathan Clough, At Large Rusty Weekes, At Large	Board Member	Leslee Hamilton, At Large David Buchholz, SJDA Representative Eva Terrazas, At Large Eileen Consiglio, At Large	Board Member	Scott Bruner, At Large Sarah Finn, At Large John Kennett, At Large Vinni Walia, At Large	Board Member	Matthew Bright, At Large Carl Honaker, At Large Kathy Sutherland, Neighborhood Rep
	Bos	드 (7 (6, 4,	Boo	% % io io	Bos	9. 10. 11.	Boa	13.

^{*} End of Last Term

WHAT TO EXPECT



THANK YOU FOR JOINING US THIS EVENING. YOUR CONTINUED SUPPORT HELPS KEEP ESSENTIAL PROGRAMMING AVAILABLE TO YOUTH THROUGHOUT SAN JOSE. ONORING HONORABLE JUDGE KATHERINE LUCERO, SUPERIOR COURT OF CALIFORNIL

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PRESENTED BY THE YOUTH CONNECTIONS FOUNDATION

MIANY THANKS TO OUR GENEROUS SPONSORS:



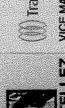
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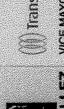


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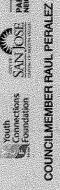


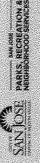














HOTEL DE ANZA COUNCILMEMBER SERGIO JIMENEZ COUNCILMEMBER DON ROCHA

BENEFITING KIDS RECREATION & MUSIC PROGRAMS IN SAN JOSE